NUMBER 3

SHARES Ten

INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK

THE GIVING TREE, INC.

The Corporation is authorized to issue 200 Common Shares without par value, of one class

This Certifies that AIDA RENTAS is the owner of Ten (10)---------- fully paid and non-assessable Shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated July 1, 1977

SECRETARY-TREASURER

PRESIDENT

These shares of stock of this Corporation are transferrable only in accordance with the terms of a Shareholder's Agreement, dated July 1, 1977, now on file at the office of the Corporation and upon rpoof of compliance therewith.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations. Additional abbreviations may also be used though not in the list.

TEN COM	— as tenants in common	UNIF GIFT MIN ACT —	.....Custodian..... (Minor)
TEN ENT	— as tenants by the entireties		under Uniform Gifts to Minors Act..... (State)
JT TEN	— as joint tenants with right of survivorship and not as tenants in common		

For value received, the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

.....

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

.....

.....*Shares*

represented by the within Certificate, and hereby irrevocably constitutes and appoints.....

.....*Attorney to transfer the said shares on the books of the within-named Corporation with full power of substitution in the premises.*

Dated,.....

In presence of .....

.....

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular without alteration or enlargement, or any change whatever.